

RECORDATION NO. 19318-14 FILED

JUN 22 '10 -2 25 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036
—
(202) 393-2256
FAX (202) 393-2256
E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

June 22, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Assignment, dated as of June 22, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease (and supplements thereto) previously filed with the Commission under Recordation Number 19318.

The name and address of the party to the enclosed document are.

Assignor	Wilmington Trust Company (not in its individual capacity, but solely as Trustee) Rodney Square North 1100 North Market Street Wilmington, Delaware 19890
Assignee:	Banc of America Leasing & Capital, LLC 11333 McCormick Road Hunt Valley, Maryland 21031

Chief, Section of Administration
June 22, 2010
Page 2

A description of the railroad equipment covered by the enclosed document is;

320 railcars: KCS 505000 – KCS 505209 (210 cars) and 110 cars within the series KCS 224000 – KCS 224149 as more particularly set forth in the equipment schedule attached to the document.

A short summary of the document to appear in the index is:

Memorandum of Lease Assignment.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/bhs
Enclosures

RECORDATION NO. 19318-H FILED

JUN 22 '10 -2 25 PM

MEMORANDUM OF LEASE ASSIGNMENT

SURFACE TRANSPORTATION BOARD

This Memorandum of Lease Assignment, dated June 21, 2010 is made by and between Wilmington Trust Company, not in its individual capacity, but solely as trustee ("Assignor") and Banc of America Leasing & Capital, LLC ("Assignee").

Pursuant to an Equipment Lease, dated as of March 15, 1995, together with Equipment Lease Supplement No. 1 dated March 24, 1995 and with Equipment Lease Supplement No. 2 dated May 31, 1995 (and as amended by the Renewal Agreement, dated as of the date hereof collectively, the "Lease Agreement"), Lessor had agreed to lease to Lessee, and the Lessee had agreed to lease from Lessor certain railcars as more particularly described thereon.

Assignor has assigned, transferred and conveyed to Assignee all of Assignor's right, title and interest, and all of Assignor's obligations, in, to and under the Lease Agreement and the railroad equipment remaining thereunder (and as more particularly described on Schedule A attached hereto), pursuant to that certain Assignment and Assumption Agreement, dated as of June 11, 2010 between Assignor and Assignee.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease Assignment as of the day and year first written above.

Assignor:

WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Trustee

By: 

Name: Mark H. Brzoska
Title: Financial Services Officer

STATE OF DELAWARE

COUNTY OF NEW CASTLE

On this 21st day of June, 2010 before me personally appeared Mark H. Brzoska, to me personally known, who being by me duly sworn, says that he/she is the Financial Services Officer of WILMINGTON TRUST COMPANY and that the foregoing instrument was signed on behalf of said corporation, and he/she acknowledged that the execution of the foregoing instrument was his/her free act and deed.


NOTARY PUBLIC

My commission expires:

LISA A. PITTACCIO
Notary Public - State of Delaware
My Comm. Expires May 10, 2011



IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease Assignment as of the day and year first written above.

Assignee:

BANC OF AMERICA LEASING & CAPITAL, LLC

By: Peter G. Rogers

Name: Peter G. Rogers

Title: Vice President

STATE OF Maryland

COUNTY OF Baltimore

On this 22 day of June, 2010 before me personally appeared Peter Rogers, to me personally known, who being by me duly sworn, says that he/she is the Vice President of BANC OF AMERICA LEASING & CAPITAL, LLC and that the foregoing instrument was signed on behalf of said company, and he/she acknowledged that the execution of the foregoing instrument was his/her free act and deed.

Audrey Smith
NOTARY PUBLIC

My commission expires:



Schedule A

KCS 505000	KCS 505050	KCS 505100
KCS 505001	KCS 505051	KCS 505101
KCS 505002	KCS 505052	KCS 505102
KCS 505003	KCS 505053	KCS 505103
KCS 505004	KCS 505054	KCS 505104
KCS 505005	KCS 505055	KCS 505105
KCS 505006	KCS 505056	KCS 505106
KCS 505007	KCS 505057	KCS 505107
KCS 505008	KCS 505058	KCS 505108
KCS 505009	KCS 505059	KCS 505109
KCS 505010	KCS 505060	KCS 505110
KCS 505011	KCS 505061	KCS 505111
KCS 505012	KCS 505062	KCS 505112
KCS 505013	KCS 505063	KCS 505113
KCS 505014	KCS 505064	KCS 505114
KCS 505015	KCS 505065	KCS 505115
KCS 505016	KCS 505066	KCS 505116
KCS 505017	KCS 505067	KCS 505117
KCS 505018	KCS 505068	KCS 505118
KCS 505019	KCS 505069	KCS 505119
KCS 505020	KCS 505070	KCS 505120
KCS 505021	KCS 505071	KCS 505121
KCS 505022	KCS 505072	KCS 505122
KCS 505023	KCS 505073	KCS 505123
KCS 505024	KCS 505074	KCS 505124
KCS 505025	KCS 505075	KCS 505125
KCS 505026	KCS 505076	KCS 505126
KCS 505027	KCS 505077	KCS 505127
KCS 505028	KCS 505078	KCS 505128
KCS 505029	KCS 505079	KCS 505129
KCS 505030	KCS 505080	KCS 505130
KCS 505031	KCS 505081	KCS 505131
KCS 505032	KCS 505082	KCS 505132
KCS 505033	KCS 505083	KCS 505133
KCS 505034	KCS 505084	KCS 505134
KCS 505035	KCS 505085	KCS 505135
KCS 505036	KCS 505086	KCS 505136
KCS 505037	KCS 505087	KCS 505137
KCS 505038	KCS 505088	KCS 505138
KCS 505039	KCS 505089	KCS 505139
KCS 505040	KCS 505090	KCS 505140
KCS 505041	KCS 505091	KCS 505141
KCS 505042	KCS 505092	KCS 505142
KCS 505043	KCS 505093	KCS 505143
KCS 505044	KCS 505094	KCS 505144
KCS 505045	KCS 505095	KCS 505145
KCS 505046	KCS 505096	KCS 505146
KCS 505047	KCS 505097	KCS 505147
KCS 505048	KCS 505098	KCS 505148
KCS 505049	KCS 505099	KCS 505149

Schedule A

KCS 505150
KCS 505151
KCS 505152
KCS 505153
KCS 505154
KCS 505155
KCS 505156
KCS 505157
KCS 505158
KCS 505159
KCS 505160
KCS 505161
KCS 505162
KCS 505163
KCS 505164
KCS 505165
KCS 505166
KCS 505167
KCS 505168
KCS 505169

KCS 505170
KCS 505171
KCS 505172
KCS 505173
KCS 505174
KCS 505175
KCS 505176
KCS 505177
KCS 505178
KCS 505179
KCS 505180
KCS 505181
KCS 505182
KCS 505183
KCS 505184
KCS 505185
KCS 505186
KCS 505187
KCS 505188
KCS 505189

KCS 505190
KCS 505191
KCS 505192
KCS 505193
KCS 505194
KCS 505195
KCS 505196
KCS 505197
KCS 505198
KCS 505199
KCS 505200
KCS 505201
KCS 505202
KCS 505203
KCS 505204
KCS 505205
KCS 505206
KCS 505207
KCS 505208
KCS 505209

Schedule A

KCS224000	KCS224038	KCS224078	KCS224120
KCS224001	KCS224039	KCS224080	KCS224121
KCS224004	KCS224041	KCS224083	KCS224122
KCS224006	KCS224046	KCS224085	KCS224124
KCS224007	KCS224048	KCS224086	KCS224125
KCS224008	KCS224050	KCS224087	KCS224126
KCS224010	KCS224051	KCS224090	KCS224127
KCS224012	KCS224053	KCS224091	KCS224128
KCS224013	KCS224054	KCS224092	KCS224129
KCS224014	KCS224055	KCS224093	KCS224130
KCS224017	KCS224057	KCS224094	KCS224131
KCS224018	KCS224058	KCS224096	KCS224132
KCS224019	KCS224059	KCS224097	KCS224133
KCS224021	KCS224060	KCS224098	KCS224134
KCS224023	KCS224061	KCS224099	KCS224135
KCS224024	KCS224062	KCS224100	KCS224136
KCS224026	KCS224063	KCS224101	KCS224137
KCS224027	KCS224065	KCS224102	KCS224138
KCS224028	KCS224066	KCS224103	KCS224139
KCS224029	KCS224067	KCS224104	KCS224140
KCS224030	KCS224068	KCS224108	KCS224141
KCS224031	KCS224069	KCS224109	KCS224143
KCS224032	KCS224070	KCS224110	KCS224144
KCS224033	KCS224071	KCS224111	KCS224146
KCS224034	KCS224072	KCS224112	KCS224147
KCS224035	KCS224074	KCS224114	KCS224149
KCS224036	KCS224075	KCS224117	
KCS224037	KCS224077	KCS224119	

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 2/22/12



Robert W. Alvord